

See Appendix J

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

JOHN CARFAGNO, derivatively on behalf
of CENTERLINE HOLDING COMPANY,

Plaintiff,

08-CV-00912 (SAS)

v.

MARC D. SCHNITZER, STEPHEN M.
ROSS, JEFF T. BLAU, LEONARD W.
COTTON, ROBERT J. DOLAN, NATHAN
GANTCHER, JEROME Y. HALPERIN,
ROBERT L. LOVERD, ROBERT A.
MEISTER, JANICE COOK ROBERTS,
AND THOMAS W. WHITE,

Defendants

and

CENTERLINE HOLDING COMPANY,

Nominal Defendant.

USDC SDNY
DOCUMENT
ELECTRONICALLY FILED
DOC #:
DATE FILED: 3/18/08

STIPULATION AND ORDER SUBSTITUTING COUNSEL

IT IS HEREBY STIPULATED AND AGREED that, upon the annexed declaration of Jennifer F. Beltrami in accordance with Local Civil Rule 1.4 of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, with the approval of nominal defendant Centerline Holding Company, and subject to the approval of the Court, Joel S. Weiss, Katsky Korins LLP, 605 Third Avenue, New York, New York 10158, 212-716-3265, hereby withdraws as counsel for nominal defendant Centerline Holding Company in the above-captioned matter, and WolfBlock LLP, 250 Park Avenue, New York, New York 10177, 212-883-4955, is hereby

substituted in place of Joel S. Weiss, Katsky Korins LLP, as counsel of record for nominal defendant Centerline Holding Company in this action, effective as of the date indicated below.

Dated: New York, New York
March 17, 2008

KATSKY KORINS LLP

By: Joel S. Weiss
Joel S. Weiss, Esq.
605 Third Avenue
New York, New York 10158
(212) 716-3265
jweiss@katskykorins.com

WOLFBLOCK LLP

By: Jennifer F. Beltrami
Jennifer F. Beltrami
250 Park Avenue
New York, NY 10177
(212) 883-4955
jbeltrami@wolfblock.com

CENTERLINE HOLDING COMPANY

By: John E. Smith
General Counsel / Sr. Managing Director

SO ORDERED:

[Signature]
U. S. D. J.

3/18/08

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

JOHN CARFAGNO, derivatively on behalf
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Plaintiff,

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MARC D. SCHNITZER, STEPHEN M.
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Defendants

and

CENTERLINE HOLDING COMPANY,

Nominal Defendant.

DECLARATION OF JENNIFER F. BELTRAMI

I, Jennifer F. Beltrami, declare the following to be true under penalty of perjury pursuant to 28 U.S.C. §1746:

1. I am a partner in the law firm of WolfBlock LLP and a member of the Bar of this Court. Pursuant to Local Civil Rule 1.4 of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I submit this declaration in support of the accompanying stipulation and order substituting WolfBlock LLP for Katsky Korins LLP as counsel for nominal defendant Centerline Holding Company in the above-captioned action.

2. As reflected in the accompanying stipulation and order, nominal defendant Centerline Holding Company now desires to retain WolfBlock LLP to represent it in this litigation. The proposed substitution at this early stage of litigation will not delay the matter or prejudice any party.

Dated: New York, New York
March 17, 2008



Jennifer F. Beltrami